

**IN THE MISSOURI COURT OF APPEALS  
WESTERN DISTRICT**

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**COMPLETE TITLE OF CASE**

RICKY SIEG and JENNIFER SIEG,

Respondents,

v.

INTERNATIONAL ENVIRONMENTAL MANAGEMENT, INC.,

Appellant.

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**DOCKET NUMBER WD74100**

**MISSOURI COURT OF APPEALS  
WESTERN DISTRICT**

**DATE:** June 19, 2012

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**APPEAL FROM**

The Circuit Court of Boone County, Missouri  
The Honorable Kevin M.J. Crane, Judge

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**JUDGES**

Division Two: Pfeiffer, P.J., and Mitchell and Witt, JJ.

CONCURRING.

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**ATTORNEYS**

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## MISSOURI APPELLATE COURT OPINION SUMMARY MISSOURI COURT OF APPEALS, WESTERN DISTRICT

**RICKY SIEG and JENNIFER SIEG,** )  
 )  
 **Respondents,** )  
 )  
 **v.** )  
 )  
 **INTERNATIONAL ENVIRONMENTAL** )  
 **MANAGEMENT, INC.,** )  
 )  
 **Appellant.** )

**OPINION FILED:  
June 19, 2012**

**WD74100**

**Boone County**

**Before Division Two Judges:** Mark D. Pfeiffer, Presiding Judge, and  
Karen King Mitchell and Gary D. Witt, Judges

This is a service of process case. The first issue is whether, under Missouri law, service upon the registered agent of a foreign corporation was valid when the corporation (1) had been administratively dissolved by the Secretary of State; (2) had a second certificate of authority issued from the Secretary of State, listing the agent who was served as the registered agent; (3) had been administratively dissolved with respect to the second certificate of authority; (4) had updated the first certificate of authority, but not the second, by listing a new registered agent; and (5) had not statutorily revoked or changed the authority of the agent who was served. The second issue is, if such service was valid under Missouri law, whether the relevant Missouri rules and statutes, in allowing service in this manner, violate the Due Process clause of the Fourteenth Amendment.

**AFFIRMED.**

**Division Two holds:**

“Personal service within the state shall be made as follows: . . . Upon a . . . foreign corporation . . . by delivering copies [of the summons and the petition] to its registered agent . . .” Rule 54.13(b)(3). “The registered agent of a foreign corporation authorized to transact business in this state is the corporation’s agent for service of process.” § 351.594.1.

“Revocation of a foreign corporation’s certificate of authority does not terminate the authority of the registered agent of the corporation.” § 351.602.5.

The language from the relevant rule and statute provides, in clear and unambiguous terms, that (1) a plaintiff may serve a foreign corporation by delivering copies of the summons and the petition to the corporation’s registered agent, Rule 54.13(b)(3); § 351.594.1; and (2) revocation of the foreign corporation’s certificate of authority does not terminate the agent’s authority. § 351.602.5. Thus, under the plain language of Rule 54.13(b)(3) and sections 351.594.1 and 351.602.5, a registered agent retains its authority to accept process on behalf of a foreign corporation even after the Secretary of State has administratively dissolved the corporation.

When a corporation has multiple registered agents, under different certificates of authority, and the agents’ authority has neither been statutorily revoked (pursuant to section 351.592) nor transferred to another agent (pursuant to section 351.588), service of process is valid on the last registered agent of the most recently filed certificate of authority.

Once a foreign corporation seeks permission to do business in a State, that State may, consistent with due process, provide a mechanism for its residents to serve the corporation within the State even after the corporation has ceased doing business there. *Wash. ex rel. Bond v. Superior Court of Wash.*, 289 U.S. 361, 364 (1933). It is only when the State-chosen means of service is arbitrary or unreasonable that such service violates due process. *Id.* Due process does not require actual notice in every case; however, notice must be reasonably calculated, under the circumstances, to notify the defendant of the lawsuit and to afford the defendant an opportunity to defend against it. *Jones v. Flowers*, 547 U.S. 220, 226 (2006).

It is neither arbitrary nor unreasonable for Missouri to allow service upon a foreign corporation’s registered agent after the corporation has been administratively dissolved.

Accordingly, we hold that (1) under Missouri law, service of process was valid in this case; (2) such service does not violate due process.

**Opinion by: Karen King Mitchell, Judge**

June 19, 2012

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